

Constitution of the Institute of Public Administration New Zealand Incorporated

as at 31 July 2018 with proposed amendments for 29 July 2019 Annual General Meeting consideration noted.

(Incorporated under the Incorporated Societies Act 1908)

1. NAME

The name of the Society is the “Institute of Public Administration New Zealand Incorporated”.

2. REGISTERED OFFICE

IPANZ shall maintain a registered office in Wellington.

3. COMMON SEAL

~~IPANZ may have a common seal, to be kept by the Executive Director and used only following a resolution by the Board of IPANZ.~~

3.1 The Board may have a common seal for the Institute and may from time to time replace it with a new one.

3.2 The Executive Director shall have custody of the common seal, which shall only be used by authority of the Board. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Vice President, Treasurer or a member of the Board.

4. OBJECTIVES

4.1 The objectives of IPANZ are to:

(a) promote improvements in public policy and in administration and management in the public sector in New Zealand

(b) increase public understanding of the work undertaken in the public sector.

4.2 To achieve these objectives, IPANZ will:

(a) promote the study of the theory and practice of public administration and management

(b) encourage the exchange of information on the theory and practice of public administration and management

(c) provide contacts within IPANZ promoting communication among members in New Zealand and overseas

(d) promote sharing of knowledge of the service being given to the public by other members, enabling each member to give a more effective service to the public than they could by their separate efforts, and foster a recognition of the unity of purpose of public administrators and managers in providing the service

(e) promote the maintenance of high standards of conduct and performance in the public sector

(f) liaise with similar bodies in New Zealand and overseas, and cooperate with them in activities to promote improved knowledge and understanding of public administration and management

(g) carry on any other activities which further the objectives of IPANZ.

5. ACTIVITIES

The activities of IPANZ may include:

5.1 Education

(a) support the provision of academic qualifications in public policy, administration and management

(b) sponsor and maintain, either alone or with other bodies, courses, seminars or study groups

(c) encourage the attainment of suitable qualifications by personnel engaged in public policy, administration and management

(d) sponsor addresses and discussions, alone or with other bodies, on public policy, administration and management

(e) liaise with providers of training and education in public policy, administration and management.

5.2 Research

(a) foster and provide facilities for research into subjects relevant to public policy, administration and management

(b) support publication of the research

(c) support development of improved techniques of public policy, administration and management and promote an awareness of these activities.

5.3 Discussion

Sponsor discussions on administrative and management subjects in the public sector, in the form of presentations, seminars, conventions or similar formats.

5.4 Publications

Publish journals, books, newsletters and other papers in order to disseminate information concerning public administration and management among IPANZ members and the public.

5.5 Public Relations

Use any appropriate means of communication to inform the public.

5.6 Awards

IPANZ may recognise outstanding service to the study of public administration and management generally, or to IPANZ specifically by presenting awards.

6. MEMBERSHIP

6.1 Individual membership of IPANZ is open to all persons who are interested in contributing to its objectives.

6.2 Corporate membership of IPANZ is open to all organisations which are interested in contributing to its objectives.

6.3 Application for membership

An application to join IPANZ shall be given in writing to the Executive Director who shall be authorised to accept the application.

6.4 Life membership

On the recommendation of the Board, any person may be elected a Life Member at any General Meeting of IPANZ in recognition of outstanding services rendered to IPANZ. Any resolution proposing an election to life membership shall require to be carried by a majority of three-fourths of those present. A Life Member shall be entitled to all the privileges of membership without payment of annual subscriptions or any special payment for the Life Membership. Life Membership shall be limited to ten (10) persons at any one time.

6.5 Termination of non-financial members

The Board may terminate the membership of any member who remains non-financial for more than six months.

6.6 Resignation

Any member wishing to cease membership shall notify the Executive Director in writing.

6.7 Expulsion

Any member acting in a manner considered detrimental to the interests of IPANZ may be expelled by a motion of the Board, which shall give the member concerned at least ten (10) days' notice of the motion and permit the member to be heard in defence either in person or by a representative. The Board may seek further information before deciding the matter.

7. PATRONS

The Annual General Meeting may from time to time determine and elect Patrons and Vice-patrons, who need not be members of the IPANZ but support IPANZ objectives.

8. GOVERNANCE

8.1 Board

(i) The control and governance of the affairs of IPANZ shall be vested in the Board, which shall consist of:

(a) President, Vice President and Treasurer elected by the Annual General Meeting and

(b) The Immediate Past President may stay on ex-officio and

(c) not less than three (3) nor more than five (5) members elected by the Annual General Meeting and

(d) other members the Board may subsequently consider are willing to make a contribution to the governance and management of IPANZ.

(ii) Each Board member shall have one vote, remain in office until the next Annual General Meeting and be eligible for re-election.

8.2 Vacancies

(i) The office of a Board member shall become vacant:

(a) if the member dies or resigns, or becomes bankrupt, or of unsound mind or incapable of controlling his affairs, or assigns his estate for the benefit of his creditors

(b) if the member becomes disqualified from membership of IPANZ

(c) if a General Meeting of IPANZ passes a resolution declaring the member's seat vacant, or appointing some other person in that place.

(ii) Any casual vacancy occurring on the Board may be filled by resolution of the Board. The remaining members of the Board shall have full power and authority to carry on the business of the Board.

9. PROCEEDINGS OF THE BOARD

The Board shall meet regularly to conduct the business of IPANZ, but not less than once per quarter.

9.1 Notice of Meeting

On the direction of the President or any four (4) members of the Board, a meeting of the Board can be held at any time, provided that at least seven (7) clear days' notice is given of the meeting to Board members, with an agenda of business.

9.2 Conduct of Meetings

(a) five (5) members present shall constitute a quorum at all meetings of the Board

(b) The President shall preside over all Board meetings

(c) in the absence of the President, the Vice-President or any other delegated member shall preside

(d) at any meeting of the Board questions shall be decided by a majority of votes and in the case of an equality of votes the presiding member shall have a second or casting vote.

9.3 Out of Session Resolutions

A resolution entered in the Board minutes and signed by not less than five (5) members of the Board shall be as valid and effectual as if passed at a meeting properly called, provided that seven (7) days' notice of such resolution shall be given to every member of the Board.

9.4 Committees

(i) The Board may from time to time formally delegate to one or a group of its members any of its non-financial powers and authorities and may make such arrangements considered desirable for the conduct of the business of each body.

(ii) The Board may invite the convenor of any such committee to be an ex-officio member of the Board and may at any time revoke any delegations.

10. POWERS, AUTHORITIES AND DUTIES OF THE BOARD

10.1 The Board may appoint a Executive Director who shall be directly responsible to the Board through the President:

(i) On such terms, such period, conditions and remuneration as required

(ii) Who shall be responsible for the efficient and effective management of IPANZ's work and shall act as the Board's agent within Board policy

(iii) Who will act in accordance with lawful policies and directions given by the Board.

10.2 The Executive Director, within Board policy and budget, shall appoint such staff as may be required and shall define the duties of such staff, set terms and conditions of employment, remunerate, suspend or dismiss such staff.

10.3 The Board may delegate, subject to such conditions as it thinks fit, any of its powers and authorities to the Executive Director.

10.4 The Board may make such rules (not inconsistent with the IPANZ objectives) for the conduct of its business, general management, and control of its affairs. Any rule may be rescinded by a simple majority of an IPANZ General Meeting.

10.5 The Board shall keep proper records of its proceedings including a register of members which will show the date of entry of new members, any change of status within IPANZ and the date of resignation or expulsion of members.

10.6 The Board shall have the power to do all or any of the following:

(a) pay all the preliminary expenses incurred in or about the formation and registration of IPANZ

(b) undertake, defend, refer to arbitration and abandon any legal or other proceedings by and against IPANZ, the Board and officers or business of IPANZ

(c) appoint or employ any solicitor or solicitors in relation to the affairs of IPANZ

(d) enter into all negotiations, contracts and agreements and rescind, vary and execute all acts, deeds, matters and things in the name and on behalf of IPANZ

(e) with authority first given at a General Meeting or Special Meeting, to strike membership subscriptions for the coming year

(f) determine charges for services provided that are not covered in the fees paid by members

(g) purchase, lease or otherwise acquire any land or property that may be necessary or convenient for the purpose of IPANZ and hold, manage, demise, let, sell, mortgage, improve and deal with this land or property and

(h) with authority first given at a General Meeting, to borrow money for any of the objects of IPANZ in any form the Board thinks appropriate.

(i) make policies that support the ongoing operation of IPANZ.

11. GENERAL AND SPECIAL MEETINGS

11.1 Notice of Meetings

(a) notice of all meetings of IPANZ shall be given to each member at least twenty-one (21) days before the date fixed, and shall be deemed duly given if posted to the last known place of business or residence of each member

(b) the accidental omission to give, or non-receipt of any such notice to or by any of the members, shall not invalidate any resolution passed at the meeting to which the notice related.

11.2 Annual General Meeting (AGM)

(a) The AGM shall be held within four (4) months of the end of the financial year on a date appointed by the Board

(b) The business of any AGM shall be to receive and consider the annual statement of accounts, related auditor's report, report of the Board and any matters arising, to elect officers for the ensuing year, to appoint an auditor, and to transact any other business brought forward by the Board which is within the objects of IPANZ.

11.3 Special Meetings

Special Meetings of IPANZ may be convened by the President or at the request of five (5) members of the Board or on the requisition of not less than twenty (20) members of IPANZ. Notice calling such a special meeting shall indicate the business for which the meeting has been called.

11.4 Conduct of Meetings

(a) Eighteen (18) voting members present shall constitute a quorum at all Special or Annual General Meetings

(b) If within one half hour past the time appointed for the meeting a quorum is not present, the meeting, if convened by the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week at the same time and place, and if at the adjourned meeting a quorum is not present, it shall be adjourned sine die

(c) The presiding member may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

(d) A resolution put to the vote shall be decided by a majority of the votes of those present and entitled to vote. Immediately after declaration by the presiding member of the result of the voting a

poll may be demanded by the presiding member or any three members present and if so demanded shall be taken in the manner the presiding member directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

(e) In the case of an equality of votes being given on any question, the presiding member shall both at a show of hands and at a poll have an additional, casting, vote

(f) A member may vote by proxy on any question submitted to the decision of a general meeting. The instrument appointing proxy shall be deposited with the IPANZ Office no less than 48 hours before the time appointed for the meeting at which the proxy is to be used.

12. FINANCE

12.1 The financial year of IPANZ shall end on 31 March and the accounts be reviewed by the auditor appointed at the Annual General Meeting, with a review required every year.

12.2 The auditor shall hold no other office in IPANZ and shall receive such fee as the Board may from time to time determine.

12.3 The funds of IPANZ shall be devoted solely to meet the objects of IPANZ as set out in this Constitution and shall be under the sole control of the Board.

12.4 No member shall receive or obtain any direct pecuniary gain (except as a salaried officer) from the property or operations of IPANZ. Any salary paid to a member shall not exceed the market rate that would be paid to an arms-length non-member.

12.5 The funds of IPANZ shall be lodged to the credit of IPANZ in such accounts as the Board may from time to time determine and all sums authorised by the Board to be paid shall be drawn from these accounts.

12.6 All funds of IPANZ not needed immediately for the ordinary purposes may be invested in such manner as the Board decides.

12.7 The Board may delegate any of its powers to make financial decisions on behalf of IPANZ to an officer or employee of the Board, and to the convenor of any group of its members that it establishes for a specific purpose.

12.8 Any person holding delegated financial authority must exercise that authority in ways that are consistent with this Constitution and Policies approved under it, and within the limits and purpose of plans and budgets approved by the Board.

12.9 The Board shall cause accounts to be kept of the assets and liabilities and receipts and expenditure of IPANZ and the books of account shall be kept at the registered office.

12.10 Each member shall be liable to pay an annual subscription until the member's name has been removed from the register of members.

13. AWARDS

Awards of IPANZ may be granted on the following conditions:

13.1 Life Membership

See clause 6.4.

13.2 Fellowship

The Board may elect Fellows, from among persons who have been members for at least ten (10) years, and who have rendered meritorious service to public administration and management generally or to scholarship in this area. Each nomination for election as a Fellow shall be supported by two (2) Fellows or members having a personal knowledge of the applicant extending over a period of not less than ten (10) years.

13.3 Service Award

The Board may elect persons for Service Awards for outstanding service to IPANZ. Nominations shall be supported by two (2) members having a personal knowledge of the nominee for a period of not less than two (2) years.

14. INDEMNITY

14.1 No action at law or otherwise shall lie in favour of members of the executors or administrators against any other member of IPANZ or the Board or any officers of IPANZ for or in respect of any act, matter or thing done, omitted or suffered in purporting to be done, omitted or suffered in pursuance of the provisions of the constitutions, and that notwithstanding any irregularity or informality occurring or about the doing or omitting or suffering of any act, matter or thing.

14.2 No member of the Board, auditor, Executive Director or other officer shall be liable for any other members of the Board, auditor, Executive Director or other officer, or for joining in any receipt or document, or for any act or conformity, or for any loss or expense happening to IPANZ unless the same happens from such person's wilful default.

15. ALTERATION OF CONSTITUTION

This Constitution or any part of it may be altered, added to or rescinded by resolution passed at any Special or Annual General Meeting of IPANZ by a two-thirds majority of the members present at the meeting, provided that notice of the intention to propose the resolution was contained in the notice calling the meeting and such resolution shall be approved by the Registrar of Incorporated Societies and provided that no amendment shall be permitted if it in any way affects the non-profit status of IPANZ.

16. DISSOLUTION

16.1 IPANZ may be wound up voluntarily if a General Meeting of its members passes a resolution requiring it to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not sooner than thirty (30) days nor more than two (2) calendar months after the date on which the resolution so to be confirmed was passed.

16.2 Members, past and present at the time of the winding up or dissolution, shall not directly benefit from any surplus funds or resources.

16.3 If upon the winding up or dissolution of IPANZ there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be transferred to a charitable or non-profit

organisation within New Zealand to be used for educational purposes as may be recommended by the Board.